



CORPORATION SERVICE COMPANY

RECORDATION NO 26508 FILED

AUG 15 '06

3-40 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

1-800-927-9801 Ext 3813
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea Ext 3813

Date: August 14, 2006

Order#: 309362/005

Re: ZVBX76001-ZVBX76100 FERROUS PROCESSING AND TRADING

Please process the enclosed documents for the service indicated below.

STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 08/28/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to my attention.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:
Primary STB Filing

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1st day of June, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and FERROUS PROCESSING AND TRADING COMPANY, a Michigan corporation, with an address at 3400 East Lafayette, Detroit, MI 48207 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June, 2006 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: William P. O'Brien
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

FERROUS PROCESSING AND TRADING COMPANY

By: [Signature]
Name: Rob Barchetta
Title: VP Sales & Mktg

Schedule A

Number of Cars

Equipment Description

100

52'-5'6" sided mill gondola

1	ZVBX	76001	53	ZVBX	76053
2	ZVBX	76002	54	ZVBX	76054
3	ZVBX	76003	55	ZVBX	76055
4	ZVBX	76004	56	ZVBX	76056
5	ZVBX	76005	57	ZVBX	76057
6	ZVBX	76006	58	ZVBX	76058
7	ZVBX	76007	59	ZVBX	76059
8	ZVBX	76008	60	ZVBX	76060
9	ZVBX	76009	61	ZVBX	76061
10	ZVBX	76010	62	ZVBX	76062
11	ZVBX	76011	63	ZVBX	76063
12	ZVBX	76012	64	ZVBX	76064
13	ZVBX	76013	65	ZVBX	76065
14	ZVBX	76014	66	ZVBX	76066
15	ZVBX	76015	67	ZVBX	76067
16	ZVBX	76016	68	ZVBX	76068
17	ZVBX	76017	69	ZVBX	76069
18	ZVBX	76018	70	ZVBX	76070
19	ZVBX	76019	71	ZVBX	76071
20	ZVBX	76020	72	ZVBX	76072
21	ZVBX	76021	73	ZVBX	76073
22	ZVBX	76022	74	ZVBX	76074
23	ZVBX	76023	75	ZVBX	76075
24	ZVBX	76024	76	ZVBX	76076
25	ZVBX	76025	77	ZVBX	76077
26	ZVBX	76026	78	ZVBX	76078
27	ZVBX	76027	79	ZVBX	76079
28	ZVBX	76028	80	ZVBX	76080
29	ZVBX	76029	81	ZVBX	76081
30	ZVBX	76030	82	ZVBX	76082
31	ZVBX	76031	83	ZVBX	76083
32	ZVBX	76032	84	ZVBX	76084
33	ZVBX	76033	85	ZVBX	76085
34	ZVBX	76034	86	ZVBX	76086
35	ZVBX	76035	87	ZVBX	76087
36	ZVBX	76036	88	ZVBX	76088
37	ZVBX	76037	89	ZVBX	76089
38	ZVBX	76038	90	ZVBX	76090
39	ZVBX	76039	91	ZVBX	76091
40	ZVBX	76040	92	ZVBX	76092
41	ZVBX	76041	93	ZVBX	76093
42	ZVBX	76042	94	ZVBX	76094
43	ZVBX	76043	95	ZVBX	76095
44	ZVBX	76044	96	ZVBX	76096
45	ZVBX	76045	97	ZVBX	76097
46	ZVBX	76046	98	ZVBX	76098
47	ZVBX	76047	99	ZVBX	76099
48	ZVBX	76048	100	ZVBX	76100
49	ZVBX	76049			
50	ZVBX	76050			
51	ZVBX	76051			
52	ZVBX	76052			